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NEW YORK CITY
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September 10, 2008

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E. St., S.W.
Washington, D.C. 20423-0001

Re: *Norfolk Southern Railway Company, Pan Am Railways, Inc., et al. – Joint Control and Operating/Pooling Agreements – Pan Am Southern LLC, STB Finance Docket No. FD-35147*

Dear Secretary Quinlan

We are counsel for Providence & Worcester Railroad Company ("P&W") in this proceeding and, on July 15, 2008, submitted P&W's comments in support of the transaction. In doing so, P&W specifically conditioned its support upon the Applicants' representation that no competitive options would be eliminated generally, and that specifically the Applicants would maintain the existing interchange between Springfield Terminal Company ("ST") and P&W at Barbers, Massachusetts.

In their Response to Comments filed September 5, 2008 ("NS/PA-4"), Applicants represent that "most of the railroads directly affected by the Transaction support it unconditionally." Further, Applicants then reiterate P&W's comment that the proposed transaction "will promote rail service in the region [and increase competitive options for rail customers]" but neglect to either reiterate their commitment to maintaining the interchange with P&W at Barbers or otherwise mention that P&W's support is conditioned upon maintenance of the existing interchange. (See NS/PA-4 at 10-11.)

P&W accordingly respectfully requests that the Board recall this commitment to maintain the Barbers interchange when issuing its decision in this matter and specifically condition approval of



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the Transaction upon maintenance of the interchange between ST (or any successor in interest) and P&W at Barbers, Massachusetts

In the event this letter is deemed to be an unauthorized reply to a reply, P&W respectfully requests that the Board treat this clarification of the record as a petition for relief not otherwise covered, in accordance with 49 C.F.R. §1117.1

Very truly yours,



Edward D. Greenberg

cc All Parties of Record